

F.D.G. kind as may be deemed desirable by the Grantor and without liability for any damage which may be caused by drouth, flood or uneven handling of said waters.

Also excepting and reserving as aforesaid the perpetual right and easement to overflow and flood the above described premises as the same may be overflowed and flooded by means of the present dam as the same is now constructed across the Presumpscot River at Little Falls, so called, or any renewals or replacements thereof, or any dam constructed at or near the location of the present dam with a total effective height, including flashboards, of an elevation of 110, which is 1.66 feet below a benchmark located at the southwesterly corner of the concrete wall of the Wheel House shown on Plan entitled "Plan of Property covered in Deed to Windham Fibres, Inc from Cumberland Securities Corporation" dated July 17, 1945, which said Plan is to be recorded in the Cumberland County Registry of Deeds.

Also excepting and reserving as aforesaid the right to land and construct a dam, with or without flashboards, against the southerly wall and foundation of said Main Building and/or the Extension thereof and the westerly wall and foundation of said Wheel House; also the right to maintain and repair at the points of contact with said walls and foundations any dam as now or hereafter constructed, including flashboards; also the right to face up with masonry to the height and thickness deemed desirable by the Grantor said wall and foundation of said Main Building and the Extension thereof, including its westerly wall and foundation, and said westerly wall and foundation of said Wheel House, expressly including the right to face up to the level of the basement floor of said Extension the section of the foundation wall of said Extension which runs under the same; also the right to cover up with masonry any or all of the lower windows in the southerly wall of said Main Building, the southerly and westerly walls of said Extension and the westerly wall of said Wheel House; also the right to maintain and repair said facing, but without obligation on the part of the Grantor to maintain or repair the same or the wall or foundation walls to which said facing may be affixed; also the right to block off and fill in and keep blocked off and filled in each of the penstocks running under the buildings hereby conveyed; also the right to fill in up to the basement floor levels the space behind and adjacent to the inner side of the southerly foundation and wall of said Main Building, said Extension (expressly including the right to fill in with masonry the space behind and adjacent to that section of the foundation wall of said Extension which runs under said Extension) and the westerly foundation and wall of said Wheel House to the extent deemed desirable by the Grantor to reinforce the same adequately in connection with its operation and maintenance of the present dam as the same is now constructed, including flashboards, or any other dam including flashboards which may be constructed at or near Little Falls, so called; also the right to maintain said fill but without obligation on the part of the Grantor to maintain the same or the walls and foundation walls which said fill is designed to reinforce. Said rights may be exercised by sluicing in fill through the lower windows of said Main Building, said Extension or said Wheel House and down through openings which may be cut in the basement floors of said buildings.

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Also excepting and reserving as aforesaid the right to enter upon the above described premises for the purpose of constructing, operating and maintaining its said dams and appurtenances connected therewith and to repair, replace and maintain such part of the southerly and westerly walls of said Main Building and the Extension thereof and the Wheel House as may be necessary in the opinion of the Grantor to enable it to efficiently operate its said dam or any other dams constructed at or near Little Falls, so called; provided that the exercise of said right shall not unreasonably interfere with the operation and use by the Grantee of the premises hereby conveyed.

Also excepting and reserving as aforesaid the right to pass and repass for any and all purposes to and from Depot Street to any point on said one-rod strip located along the easterly bank of the Presumpscot River and/or to its dam constructed at said Little Falls along the two rights of way as the same are now located from Depot Street, and through the buildings as the same now are or hereafter may be constructed upon the above described premises along suitable and convenient rights of way to be designated by the parties hereto.

Also excepting and reserving as aforesaid the perpetual rights and easements to erect, repair, rebuild, operate and patrol electric transmission and distribution lines consisting of suitable and sufficient poles and/or towers with sufficient foundations, together with wires strung upon and extending between the same for the transmission of electric energy, together with all necessary fixtures, cross-arms, braces, anchors, wires and guys over and along (1) a strip of land 100 feet in width and extending from the southerly boundary of the above described premises on the easterly side of the Presumpscot River to a point 25 feet distant northerly from the Grantor's substation as the same is now constructed on the easterly side of said Presumpscot River, the westerly boundary of said strip to be $37\frac{1}{2}$ feet distant westerly from the center line of the present transmission line of the Grantor as the same is now constructed and the easterly boundary to be $62\frac{1}{2}$ feet distant easterly from the center line of said transmission line as now constructed; and (2) a strip of land 100 feet in width extending in a westerly direction from said substation or from some suitable and convenient point on the aforesaid pole line to the easterly line of the premises hereby conveyed; also the right to cut, trim and remove such trees, branches and underbrush as will in the opinion of the Grantor, its successors or assigns, interfere with or endanger the operation of said electric lines; also the right to cut, trim and remove any tall trees located outside either of said strips which in falling would in the opinion of the Grantor, its successors or assigns, interfere with or endanger the operation of said lines.

Also excepting and reserving as aforesaid the perpetual rights and easements (1) to operate, repair, replace and maintain the Grantor's said substation as the same is now located; (2) to operate, repair, rebuild and maintain the Grantor's distribution line as the same is now constructed extending from its substation to the southerly wall of the Grantee's building, including the fixtures attached to said building; (3) to erect, operate, repair, rebuild and maintain a distribution line to

be located from the Grantor's said substation northwesterly to the Grantee's building; and (4) to enter upon the above described premises for the purposes of constructing, operating and maintaining said substation and pole lines.

Also excepting and reserving as aforesaid that part of the dam constructed across the Presumpscot River at Little Falls, so called, as is located on the above described premises.

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E.P.Q.

TO HAVE AND TO HOLD the above described premises with all the privileges and appurtenances therunto belonging to the said Windham Fibres, Inc., its successors and assigns, to its and their own use and behoof forever, except as aforesaid; subject, however, to the covenants and agreements hereinafter contained.

AND the said Grantor Corporation does hereby covenant with the said Grantee, its successors and assigns, that it is lawfully seized in fee of the premises; that they are free of all incumbrances, except as aforesaid; that it has good right to sell and convey the same to the said Grantee to hold as aforesaid; and that it and its successors shall and will warrant and defend the same to the said Grantee, its successors and assigns forever, against the lawful claims and demands of all persons.

AND for the consideration aforesaid the said Windham Fibres, Inc. hereby covenants and agrees for itself, its successors and assigns, as follows:

(1) That no matter reasonably objectionable to the Grantor shall be dumped or thrown into or suffered to pass into the Presumpscot River from the premises hereby conveyed.

(2) That the Grantee shall indemnify and hold harmless the Grantor, its successors and assigns, from any and all damage resulting directly or indirectly to property of the Grantee from the excavation for and construction of any dam or dams which may be built at or near said Little Falls to a height with flashboards not to exceed an elevation of 110, which height is 1.66 feet below a benchmark located at the southwesterly corner of the concrete wall of the Wheel House shown on said Plan, except for such damage as may result directly from the gross or wilful negligent acts of the Grantor.

It is mutually understood and agreed that a certain lease made by and between the parties hereto as of January 1, 1945, is hereby cancelled and deemed to be null and void and of no effect.

Nothing in this Indenture contained shall be deemed to give anyone other than the Grantee, its successors or assigns, any rights either at law or in equity against the Grantor, its successors or assigns.

The provisions of this Indenture shall be binding upon and inure to the benefit of the successors and assigns of Cumberland Securities Corporation and Windham Fibres, Inc. wherever the context permits.

IN WITNESS WHEREOF, said Cumberland Securities Corporation has caused its corporate name to be signed and its corporate seal affixed by Fred D. Gordon, its President, hereunto duly authorized, and the said Windham Fibres, Inc. has caused its corporate name to be signed and its corporate seal affixed by Gustav Wachup, its President.

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urer, hereunto duly authorized, all as of the day and year first above written.
Signed, Sealed and Delivered in Presence of

CUMBERLAND SECURITIES CORPORATION

CORPORATE SEAL

Fred C. Scribner, Jr.

By Fred D. Gordon, President

WINDHAM FIBRES, INC.

CORPORATE
SEAL

Fred C. Scribner, Jr.

By Gustav Machlup Treasurer

STATE OF MAINE,

Cumberland, ss.

July 25, 1945.

Personally appeared the above named Fred D. Gordon, President of Cumberland Securities Corporation, and acknowledged the foregoing instrument to be his free act and deed in his said capacity and the free act and deed of said Cumberland Securities Corporation. Before me, Fred C. Scribner, Jr.

Justice of the Peace

STATE OF MAINE,

Cumberland, ss.

July 25, 1945.

Personally appeared the above named Gustav Machlup, Treasurer of Windham Fibres, Inc., and acknowledged the foregoing instrument to be his free act and deed in his said capacity and the free act and deed of said Windham Fibres, Inc.

Before me, Fred C. Scribner, Jr.

Justice of the Peace

Received August 17, 1945, at 4h 35m P. M., and recorded according to the original

KNOW ALL MEN BY THESE PRESENTS THAT WINDHAM FIBRES, INC., a corporation duly organized and existing under and by virtue of the laws of the State of Maine and having its principal place of business at Portland, in the County of Cumberland and said State, in consideration of Twelve Thousand Five Hundred Dollars (\$12,500) paid by MAINE STEEL, INC. a corporation duly organized and existing under and by virtue of the laws of said State and having its principal place of business at said Portland, the receipt whereof it does hereby acknowledge, does hereby give, grant, bargain, sell and convey unto the said Maine Steel, Inc., its successors and assigns forever, the lot or parcel of land with the buildings thereon located in the Town of Windham at Little Falls, so-called, in said County and State, which was acquired by the Grantor under and pursuant to the terms of a certain indenture between the Grantor and Cumberland Securities Corporation, dated July 25, 1945, and recorded in Cumberland County Registry of Deeds on August 17, 1945.

This conveyance is made subject to all the covenants, restrictions, reservations, easements and impairments of title set forth and described in said indenture of trust.

TO HAVE AND TO HOLD the aforegranted and bargained premises with all privileges and appurtenances thereof to the said MAINE STEEL, INC., its successors and assigns to its and their own use and behoof forever, and the Grantor does covenant with the

Windham
Fibres,
Inc.
to
Maine
Steel,
Inc.
Mort.

Discharge
Book 2146
Page 460

VIL RESP00073

2641

44

Atlantic
Mills
Inc

to

Keddy

Q C

2641
44

KNOW ALL MEN BY THESE PRESENTS that ATLANTIC MILLS, INC. a Corporation organized and existing under the laws of the Commonwealth of Massachusetts and located at Windham in the County of Cumberland and State of Maine in consideration of One Dollar (\$1.00) and other valuable considerations paid by LAWRENCE J. KEDDY of South Windham, Maine, the receipt of which is hereby acknowledged, does hereby REMISE, RELEASE, BARGAIN, SELL AND CONVEY, and forever QUIT-CLAIM unto the said LAWRENCE J. KEDDY, his heirs and assigns forever three certain lots or parcels of land with the buildings thereon, situated in the Towns of Windham and Gorham, County of Cumberland and State of Maine, together with the dam thereon and the mill privileges appurtenant thereto, described as follows:

First: A certain lot or parcel of land with the buildings thereon and with part of the dam thereon, located at Little Falls, in the Town of Windham on the Easterly side of Main Street, formerly known as the Old Gray Road, bounded and described as follows: Beginning at a point on the Easterly side of said Main Street, said point being one hundred seventy-five (175) feet Southerly of the Southwesterly corner of land now or formerly of Robert Miele, et al, said point also being the southwesterly corner of land now or formerly of Keddy Manufacturing Co.; thence Easterly by land of Keddy Manufacturing Co. three hundred seventy (370) feet, more or less, on a course which intersects the face of the Westerly foundation of the main factory building of the said Keddy Manufacturing Co. at a right angle thereto; thence Southerly along the said face of the Westerly foundation thirty (30) feet, more or less, to a corner of said foundation; thence Easterly by the face of the Southerly foundation of said building a distance of three hundred (300) feet to a point; thence Southeasterly three hundred (300) feet by land of Keddy Manufacturing Co. to a point which is located one hundred fifty (150) feet Westerly of land now or formerly of the Maine Central Railroad, said distance being measured at a right angle to said railroad land; thence Easterly one hundred fifty (150) feet by land of Keddy Manufacturing Co. to said railroad land; thence Southerly by said railroad land one hundred (100) feet, more or less, to a point and land now or formerly of the Cumberland Securities Corporation, said point also being the Southeasterly corner of land conveyed by said Cumberland Securities Corporation to Windham Fibres, Inc. by deed dated July 25, 1945, recorded in Cumberland County Registry of Deeds, Book 1787, Page 353; thence by land now or formerly of the Cumberland Securities Corporation Westerly to the thread of the Presumpscot River; thence Northerly and Westerly by said thread to a point in the Southerly extension of the Easterly side line of said Main Street; thence Northerly by said extension and by the Easterly side line of Main Street

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to the point of beginning; including herewith all right, title, and interest of the Grantor in and to land extending to the center line of any streets or roads adjoining said premises.

This conveyance is made subject to the right of the said Keddy Manufacturing Co., its successors and assigns to have the office balcony which is now annexed to the Southerly wall of the said main factory building project over the land conveyed to the Grantee herein; and subject to a right of way for vehicles and pedestrians thirty (30) feet in width extending Easterly from Main Street from the point of beginning, above described, a distance of three hundred seventy (370) feet, more or less, to a doorway located in the Westerly foundation of the said main factory building.

Second: A certain lot or parcel of land with the buildings and part of the dam thereon situated at Little Falls in the Town of Gorham, bounded and described as follows: Beginning at a point on the Easterly side of said Main Street at the Northwestern corner of land now or formerly of Louis E. Brackett, et al; thence Easterly by said Brackett land one hundred ninety-two (192) feet, more or less, to a corner; thence Southerly by said Brackett land eighty-three (83) feet, more or less, to land now or formerly of George N. Sferes; thence Easterly and Southerly by said Sferes land to land of Eugene Hawkes; thence by Hawkes land Easterly to the thread of the Presumpscot River; thence Northerly and Westerly by said thread to a point in the Northerly extension of the Easterly side line of said Main Street; thence Southerly by said extension and by said Easterly side line of Main Street to the point of beginning; including herewith all right, title, and interest of the Grantor in and to land extending to the center line of any streets or roads adjoining said premises.

Excepting and reserving the rights of the South Windham Public Library, or Trustees thereof, in buildings occupied by them and in the land on which they are erected, and the right of access thereto Easterly from said Main Street.

Third: All right, title and interest in any and all land which may lie Westerly of Main Street in the Towns of Windham and Gorham, and which was conveyed by Robert Gair Co., Inc. to Cumberland Securities Corporation by deed dated March 7, 1940 and recorded in said Registry of Deeds, Book 1601, Page 95. Excepting, however, the premises and sewer right of way conveyed by Cumberland Securities Corporation to Julia L. Siciliano by deed dated April 29, 1941, recorded in said Registry of Deeds, Book 1637, Page 119, but conveying the flowage rights reserved to the Grantor therein.

Also conveying to the Grantee, his heirs and assigns, all the Grantor's right, title, and interest in and to the bed of the said river and the right to use the waters of said river where the same adjoins all premises hereby conveyed, and all rights of flowage appurtenant to these premises.

The premises hereby conveyed are subject to the right and easement of the Central Maine Power Company, its successors and assigns, to repair, replace and maintain any and all of its

transmission and distribution lines as are now located along and across said premises and the right of said Central Maine Power Company, its successors and assigns, to overflow and flood the above described premises as may be overflowed and flooded by means of its dam at Mallison Falls all as set forth in deed of Cumberland Securities Corporation to the Grantor herein dated January 29, 1954, recorded in said Registry of Deeds, Book 2167, Page 245.

The above described premises are also conveyed subject to the covenants of the Grantor herein which are binding upon it, its successors and assigns as to the use of water of the Presumpscot River which may be dammed up or stored, said covenants being more fully set forth in the said deed of Cumberland Securities Corporation to the Grantor herein dated January 29, 1954.

The above described premises are also conveyed subject to an agreement respecting the height of the dam at Little Falls between E. I. DuPont De Nemours Powder Company and Andrewcoggin Pulp Company dated July 25, 1913 and recorded in said Registry of Deeds, Book 925, Page 176, to the extent said agreement may still be in effect.

Being a portion of the premises conveyed to the Grantor by Cumberland Securities Corporation by deed dated January 29, 1954, and recorded in said registry of Deeds, Book 2167, Page 245, and by Irving Fox, et al, by deed dated August 19, 1954, recorded in said Registry of Deeds, Book 2192, Page 14.

TO HAVE AND TO HOLD the same, together with all the privileges and appurtenances thereunto belonging to him, the said LAWRENCE J. KEDDY, his heirs and assigns forever.

IN WITNESS WHEREOF, the said ATLANTIC MILLS, INC. has caused this instrument to be sealed with its corporate seal and signed in its corporate name by Lawrence J. Keddy its President and/ ^{Treasurer} thereunto duly authorized, this 30th day of October in the year one thousand nine hundred and sixty-one.

SIGNED, SEALED AND DELIVERED
IN PRESENCE OF

ATLANTIC MILLS, INC.

By Lawrence J. Keddy
Its President & Treasurer

STATE OF MAINE)
: ss.
CUMBERLAND)

October 30, 1961.

Personally appeared the above named Lawrence J. Keddy President and Treasurer of said Grantor Corporation as aforesaid, and acknowledged the foregoing instrument to be his free act and deed in his said capacity, and the free act and deed of said corporation.

Before me, Paul C. Wood
Justice of the Peace

STATE OF MAINE
CUMBERLAND, ss. REGISTRY OF DEEDS
Received at 2 H 30 M P. M on OCT 31 1961 and recorded in
Book 2671 Page 44 ATTENT
Samuel P. Thayer Register

VIL_RESP00076

MAINE CENTRAL RAILROAD COMPANY

305

It is mutually agreed by the MAINE CENTRAL RAILROAD COMPANY and Keddy
Manufacturing Division of Grinnell Corporation, now ITT Grinnell
Corporation
 two that Agreements between aforesaid parties dated June 25, 1971
 and being the same agreements referred to in deeds recorded in
Cumberland County Registry of Deeds in Book 2611, Page 192 and
Book 3110, Page 603 and Book 3450, Page 31
dated XXXXXXXX-25-1971
 covering Maintenance of 873 feet of Track 7 and a permit to operate
overhead cranes over Track 7 in the
Town of So. Windham, Maine, is hereby cancelled by mutual consent,
 effective as of August 28,, 1973; provided, however, that any rights
 or liabilities accrued or accruing under the aforesaid agreement prior to the effective date of this cancella-
 tion shall be and remain in full force and effect.

This agreement executed in duplicate this 27th day of August, 1973

MAINE CENTRAL RAILROAD COMPANY,

Witness

J. E. Harding

By

[Signature]
Manager-Industrial Development,
Real Estate and Taxation

Witness

H. Edward Leach
[Signature]

By

ITT Grinnell Corporation
[Signature]
Its Vice President

Form approved

(See Acknowledgment on reverse side)

Execution approved

3459/305

VIL_RESP00077

B 3612 P 25

10/18/1974

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KNOW ALL MEN BY THESE PRESENTS,

THAT, I, LAWRENCE J. KEDDY of Portsmouth in the County of Rockingham and State of New Hampshire, in consideration of One Dollar (\$1.00) and other valuable consideration paid by SCOTT PAPER COMPANY (S. D. WARREN DIVISION), a Corporation organized and existing under the laws of the Commonwealth of Pennsylvania and having a place of business at 89 Cumberland Street in the City of Westbrook, County of Cumberland and State of Maine, the receipt whereof, I do hereby Acknowledge, do hereby Remise, Release, Bargain, Sell and Convey and forever Quit-Claim unto the said Scott Paper Company (S. D. Warren Division), its successors and assigns forever, premises, rights and easements located in the Towns of Windham and Gorham in the County of Cumberland and State of Maine hereafter described:

Know

First:

A certain lot or parcel of land with the buildings thereon and with part of the dam thereon situated at Little Falls in that part of the Town of Windham known as South Windham on the easterly side of Main Street, formerly known as the Old Gray Road and now designated State Route 202 and bounded and described as follows: (courses based on true meridian)

Beginning at a point on the easterly side of said Main Street at the southwest corner of the parcel of land formerly of Keddy Manufacturing Company, conveyed to Lawrence J. Keddy by deed of Park Corporation dated May 9, 1974 and recorded in the Cumberland County Registry of Deeds in Book 3545, Page 141, which point is further described as being one hundred seventy-five (175) feet southerly of the southwest corner of land now or formerly of Robert Miele et al; and which point is further described as being one hundred seventy-two and fifty-seven hundredths (172.57) feet southerly of the monument with the iron pin located on the easterly side of Main Street near the corner of said Miele lot.

Thence North 87° 13' East by line of said land formerly of Keddy Manufacturing Company three hundred fifty-five and eighty-three hundredths feet (355.83) feet, more or less, on a course which intersects the face of the westerly foundation of the main factory building on the land so conveyed by Park Corporation to said Keddy at a right angle thereto, at a point marked by a drill hole set;

Thence South 2° 47' East along the said face of the westerly foundation fifty-eight and seventy-four hundredths (58.74) feet to a corner of said foundation;

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Thence North 87° 30' East by the face of the southerly foundation of said building a distance of thirty-four and seventy-two hundredths (34.72) feet to a point distant twenty-five (25) feet northeasterly from the center of the 12,000 volt electric transmission line which runs southeasterly from a point near said corner of said foundation;

Thence running twenty-five (25) feet distant northeasterly from and parallel with said center of said electric pole line South 57° 44' 10" East by another portion of the land conveyed to said Keddy by deed of Atlantic Mills, Inc. dated October 30, 1961 and recorded in said Registry of Deeds in Book 2641, Page 44, a distance of three hundred eighty-nine and sixty hundredths (389.60) feet, more or less, to a corner wholly within said parcel conveyed by said Park Corporation to said Keddy which corner is at the intersection of the lines parallel with and twenty-five feet (25) distant northeasterly and easterly of the existing transmission line running between the generating stations at Little Falls and Mallison Falls;

Thence on a course of South 11° 08' 30" East a distance of seventy and sixty-three hundredths (70.63) feet, more or less, to line of land conveyed to said Keddy by said deed of Atlantic Mills, Inc.;

Thence on the same course one hundred twenty-seven and 50/100 (127.50) feet, more or less, to the line of land conveyed to Mallison Corporation by deed of Cumberland Securities Corporation dated May 25, 1955 and recorded in said Registry of Deeds in Book 2232, Page 46;

Thence by line of said Mallison Corporation land westerly to the thread of the Presumpscot River;

Thence by the thread of the River northerly and westerly to a point in the southerly extension of the easterly side line of said Main Street;

Thence northerly by said extension and by the easterly side line of Main Street to the point of beginning; including herewith all right, title and interest of the Grantor in and to land extending to the center line of any streets or roads adjoining said premises.

Subject to a right-of-way for vehicles and pedestrians thirty (30) feet in width extending easterly from Main Street from the point of beginning above described along the northerly boundary first above described to the doorway located in the westerly foundation of the said main factory building (a distance of three hundred fifty-five and eighty-three hundredths (355.83) feet, more or less), with the right reserved to the Grantor, his heirs and assigns, to maintain and use on, in and over said right-of-way the existing door and stairs adjacent to said main factory building.

Subject also to existing rights of Central Maine Power Company or others to maintain transmission lines over and across said premises.

Reference is made to the deed from Atlantic Mills, Inc. to Lawrence J. Keddy dated October 30, 1961 and recorded in the Cumberland County Registry of Deeds in Book 2641, Page 44 and to the deed from Park Corporation to said Keddy dated May 4, 1974 and recorded in said Registry in Book 3545, Page 141.

Second:

A certain lot or parcel of land with any buildings and part of the dam

thereon situated at Little Falls in the Town of Gorham, bounded and described²⁷ as follows:

Beginning at a point on the Easterly side of said Main Street at the Northwesterly corner of land now or formerly of Louis E. Brackett, et al;

Thence easterly by said Brackett land one hundred ninety-two (192) feet, more or less, to a corner;

Thence southerly by said Brackett land eighty-three (83) feet, more or less, to land now or formerly of George N. Sferes;

Thence easterly and southerly by said Sferes land to land of Eugene Hawkes;

Thence by Hawkes land easterly to the thread of the Presumpscot River;

Thence northerly and westerly by said thread to a point in the northerly extension of the easterly side line of said Main Street;

Thence southerly by said extension and by said easterly side line of Main Street to the point of beginning; including herewith all right, title, and interest of the Grantor in and to land extending to the center line of any streets or roads adjoining said premises.

Excepting and reserving the rights of the South Windham Public Library, or Trustees thereof, in buildings occupied by them and in the land on which they are erected, and the right of access thereto easterly from said Main Street.

Third:

Blue All right, title and interest in any and all land which may lie westerly of Main Street in the Towns of Windham and Gorham, and which was conveyed by Robert Gair Co., Inc. to Cumberland Securities Corporation by deed dated March 7, 1940 and recorded in said Registry of Deeds, Book 1601, Page 95. Excepting, however, the premises and sewer right of way conveyed by Cumberland Securities Corporation to Julia L. Siciliano by deed dated April 29, 1941, recorded in said Registry of Deeds, Book 1637, Page 119, but conveying the flowage rights reserved to the Grantor therein. Excepting from this conveyance the parcel conveyed to the Inhabitants of the Town of Windham by deed of Lawrence J. Keddy dated November 29, 1961 and recorded in the said Registry of Deeds in Book 2646, Page 357, but conveying all rights reserved in said deed.

Also conveying to the Grantee, its successors and assigns, all the Grantor's right, title and interest in and to the bed of the said river and the right to use the waters of said river where the same adjoins all premises hereby conveyed, and all rights of flowage appurtenant to these premises. Reserving, however, to the said Lawrence J. Keddy, his heirs and assigns the right to use the waters of, and take water from, the Presumpscot River, where and if said waters are not within the premises herein conveyed, for cooling and processing purposes on other land of said Keddy, his heirs and assigns adjacent to the premises herein conveyed, and to discharge said waters, and any additional waters obtained from Public Water Supply used for cooling and processing purposes into the Presumpscot River in accordance with applicable Local, State and Federal Standards, and to maintain, repair and replace the existing closed circuit cooling pipe extending from said adjacent premises into the bed of the Presumpscot River, but in no event shall the Grantee herein be obligated to maintain or alter the flow of water in the Presumpscot River for the operation, maintenance, repair or replacement of said cooling pipe.

CONVEYING THE BED OF THE RIVER

COOLING PIPE

Also conveying to the Grantee, its successors and assigns that portion of the island sometimes called Little's Island which lies southerly of a line drawn from the monument with the iron near the southwest corner of land formerly of Robert Miele et al located on the easterly side of said Main Street and running on a course of North 89° West (True North) (the large oak tree mentioned in earlier deeds having long since been cut.)

Also conveying to the Grantee, its successors and assigns the right to maintain, repair and replace a structure on the building formerly of Park Corporation, later of Lawrence J. Keddy, for the purpose of supporting the 12,000 volt electric transmission line above mentioned.

Together with the right, in common with others so entitled, to pass and repass over, across and along the existing roadway, which starts on Depot Street near the line of land formerly of Lucy Hart and runs southerly and then easterly toward the land of Maine Central Railroad, then runs southerly, then westerly around the southerly end of the factory building to run between the factory building and the Presumpscot River, as a means of access to the electric transmission line and the supporting poles thereof near said River, and the right to retain, repair and replace in its present location one guy pole and anchors near the property line beside said existing roadway. Neither the Grantor nor the Grantee, their respective heirs, successors or assigns, shall be obligated to repair or maintain any portions of said roadway.

This conveyance is made subject, however, to the right to use, in common with the Grantor, his heirs and assigns, so much of said roadway as crosses premises herein conveyed.

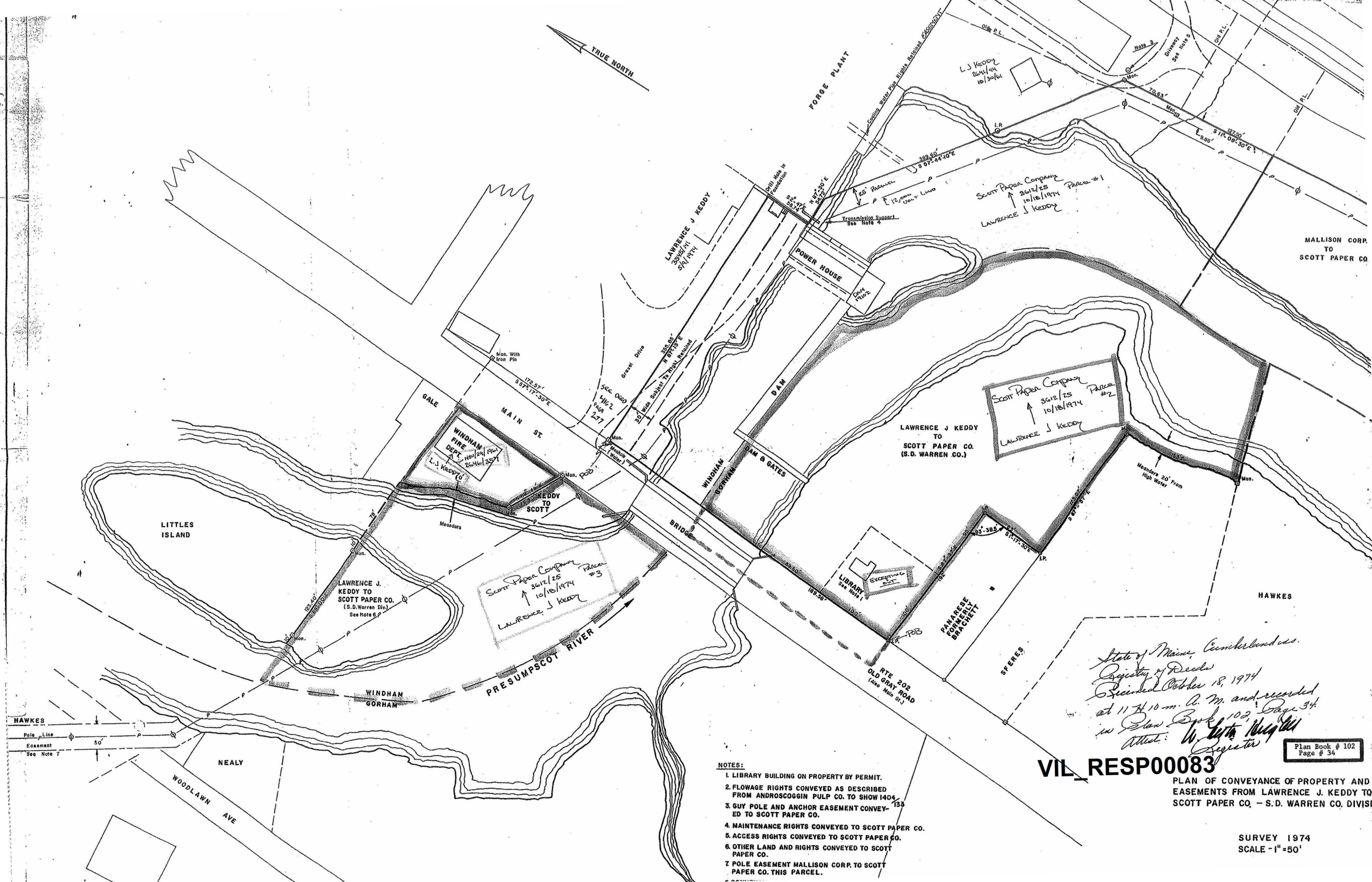
The premises hereby conveyed are subject to the right and easement of the Central Maine Power Company, its successors and assigns, to repair, replace and maintain any and all of its transmission and distribution lines as are now located along and across said premises and the right of said Central Maine Power Company, its successors and assigns, to overflow and flood the above described premises as may be overflowed and flooded by means of its dam at Mallison Falls all as set forth in deed of Cumberland Securities Corporation to Atlantic Mills, Inc. dated January 29, 1954, recorded in said Registry of Deeds Book 2167, Page 245.

The above described premises are also conveyed subject to the covenants of the Grantor herein which are binding upon him, his heirs and assigns as to the use of water of the Presumpscot River which may be dammed up or stored, said covenants being more fully set forth in the said deed of Cumberland Securities Corporation to the Atlantic Mills, Inc. dated January 29, 1954.

The above described premises are also conveyed subject to an agreement respecting the height of the dam at Little Falls between E. I. DuPont De Nemours Powder Company and Androscoggin Pulp Company dated July 25, 1913 and recorded in said Registry of Deeds, Book 925, Page 176, to the extent said agreement may still be in effect.

Reference is made to the deed from Atlantic Mills, Inc. to Lawrence J. Keddy dated October 30, 1961 and recorded in the Cumberland County Registry of Deeds in Book 2641, Page 44 and, as to a small portion, the deed from Park Corporation to Lawrence J. Keddy dated May 9, 1974 and recorded in said Registry of Deeds in Book 3545, Page 141.

Backwater From
The Lower Dam



NOTES:

1. LIBRARY BUILDING ON PROPERTY BY PERMIT.
2. FLOWAGE RIGHTS CONVEYED AS DESCRIBED FROM ANDROSCOGGIN PULP CO. TO SHOW 1404/133
3. GUY POLE AND ANCHOR EASEMENT CONVEYED TO SCOTT PAPER CO.
4. MAINTENANCE RIGHTS CONVEYED TO SCOTT PAPER CO.
5. ACCESS RIGHTS CONVEYED TO SCOTT PAPER CO.
6. OTHER LAND AND RIGHTS CONVEYED TO SCOTT PAPER CO.
7. POLE EASEMENT MALLISON CORP. TO SCOTT PAPER CO. THIS PARCEL.

VIL_RESP00083

PLAN OF CONVEYANCE OF PROPERTY AND EASEMENTS FROM LAWRENCE J. KEDDY TO SCOTT PAPER CO. - S.D. WARREN CO. DIVISION

SURVEY 1974
SCALE - 1"=50'

State of Maine, Cumberland Co.
Registry of Deeds
Recorded October 18, 1974
at 11:10 a.m. and recorded
in Plan Book 102, Page 34
Attest: *W. L. H. H. H.*
Register

Plan Book # 102
Page # 34

State of Maine



Department of the Secretary of State

I, the Secretary of State of Maine, certify that according to the provisions of the Constitution and Laws of the State of Maine, the Department of the Secretary of State is the legal custodian of the Great Seal of the State of Maine which is hereunto affixed and that the paper to which this is attached is a true copy from the records of this Department.

In testimony whereof, I have caused the Great Seal of the State of Maine to be hereunto affixed. Given under my hand at Augusta, Maine, this twenty-first day of November 2014.



A handwritten signature in black ink, appearing to read "Matthew Dunlap", written over a horizontal line.

Matthew Dunlap
Secretary of State

Maine Secretary of State



**2014 Annual Report
Electronic Filing Acknowledgment**

For Limited Liability Companies on file as of December 31, 2013

Charter Number: 20062784DC
DCN Number: 2140019069497
Legal Name: HRC-VILLAGE AT LITTLE FALLS, LLC

Registered Agent's Name and Address:

C T CORPORATION SYSTEM
1536 MAIN STREET
READFIELD, ME 04355

Brief statement of the character of the business:

LAND DEVELOPMENT

Name and Address of Members, Managers or other Authorized Persons:

RENEE J. LEWIS
100 COMMERCIAL STREET, SUITE 410
PORTLAND, ME 04101

Date of Filing: May 6, 2014

Name and Capacity of Authorizing Party:

MICHAEL ARMAN, CFO

Filing Fee:
\$85.00

Make check payable to:
Secretary of State

Please file by
April 1, 2013

**STATE OF MAINE
2013 ANNUAL REPORT**

**FOR LIMITED LIABILITY COMPANIES ON FILE AS OF
DECEMBER 31, 2012**

Pursuant to 31 MRSA §1665.3, the information on the
report must be current as of the date signed.

Do not change any preprinted information on this form.

Filing by April 1, 2013 will allow
us to provide better service. The
legal filing deadline is still June
1, 2013. A \$50 late filing fee will
be assessed if the report is late.

DCN Number:

2130019070504

Charter Number:

20062784 DC

**HRC-VILLAGE AT LITTLE FALLS, LLC
C T CORPORATION SYSTEM, REGISTERED AGENT
1536 MAIN STREET
READFIELD, ME 04355**

If you have any questions regarding the completion of this annual report or if the preprinted information on this report form is incorrect, contact the **Reporting & Information Section at (207) 624-7752**. All corporate forms are available on our website at www.maine.gov/sos/cec/corp. To file your annual report online, go to www.SOSonline.org and click on the Interactive Corporate Services link. **Please see reverse side of this form for additional filing instructions.** --> --> -->

1. A brief statement of the character of the business in which the limited liability company is actually engaged in the State of Maine; if none, so indicate: (31 MRSA §1665.1.D)

General Real estate

2. Name of at least one Member or Manager, or
other authorized person: (31 MRSA §1665.1.E)

HRC Fund III Pooling
Domestic LLC

Street address of each (not P.O. Box):
(physical location (not P.O. Box) -street, town/city, zip)

250 Park Avenue South, 3rd Fl
New York, NY 10003

THIS PREPRINTED FORM MUST BE USED. However if more space is needed, please attach additional pages using one side only. All attachments must contain the name and charter number of the limited liability company across the top of the page. Each page should be numbered consecutively. List number of pages attached: _____

Dated: 8/2/2013

S. Griffin

(AUTHORIZED SIGNATURE)

SIOBHAN GRIFFIN, Authorized Person

(TYPE OR PRINT NAME AND CAPACITY)

(Execution - 31 MRSA §1676.1.B. Penalty for untrue or omitted material facts - 31 MRSA §1678)

RETURN TO: Reporting Section, Bureau of Corporations, Elections and Commissions, 101 State House Station, Augusta, ME 04333

FORM NO. MLLC-13 Revised 7/1/2011

Maine Secretary of State



**2012 Annual Report
Electronic Filing Acknowledgment**

For Limited Liability Companies on file as of December 31, 2011

Charter Number: 20062784DC
DCN Number: 2120019071554
Legal Name: HRC-VILLAGE AT LITTLE FALLS, LLC

Registered Agent's Name and Address:

C T CORPORATION SYSTEM
ONE PORTLAND SQUARE
PORTLAND, ME 04101

Brief statement of the character of the business:

LAND DEVELOPMENT

Name and Address of Members, Managers or other Authorized Persons:

RENEE J. LEWIS
100 COMMERCIAL STREET, SUITE 410
PORTLAND, ME 04101

Date of Filing: May 8, 2012

Name and Capacity of Authorizing Party:

MICHAEL ARMAN, SECRETARY

Maine Secretary of State



**2011 Annual Report
Electronic Filing Acknowledgment**

For Limited Liability Companies on file as of December 31, 2010

Charter Number: 20062784DC
DCN Number: 2110019072745
Legal Name: HRC-VILLAGE AT LITTLE FALLS, LLC

Registered Agent's Name and Address:

C T CORPORATION SYSTEM
ONE PORTLAND SQUARE
PORTLAND, ME 04101

Brief statement of the character of the business:

LAND DEVELOPMENT

Name and Address of Manager:

RENEE J. LEWIS
100 COMMERCIAL STREET, SUITE 410
PORTLAND, ME 04101

Date of Filing: February 1, 2011

Name and Capacity of Authorizing Party:

MICHAEL ARMAN, AUTHORIZED SIGNER

Maine Secretary of State



**2010 Annual Report
Electronic Filing Acknowledgment**

For Limited Liability Companies on file as of December 31, 2009

Charter Number: 20062784DC
DCN Number: 2100019074071
Legal Name: HRC-VILLAGE AT LITTLE FALLS, LLC

Registered Agent's Name and Address:

FRANK K.N. CHOWDRY
P.O. BOX 4510
PORTLAND, ME 04112

Brief statement of the character of the business:

LAND DEVELOPMENT

Name and Address of Manager:

RENEE J. LEWIS
2 MARKET STREET, 6TH FLOOR, PORTLAND ME 04101
PORTLAND, ME 04101

Date of Filing: February 25, 2010

Name and Capacity of Authorizing Party:

MICHAEL J. ARMAN, CFO

Maine Secretary of State



2009 Annual Report Electronic Filing Acknowledgment

For Limited Liability Companies on file as of December 31, 2008

Charter Number: 20062784DC
DCN Number: 2090019862096
Legal Name: HRC-VILLAGE AT LITTLE FALLS, LLC

Registered Agent's Name and Address:

FRANK K.N. CHOWDRY
P.O. BOX 4510
PORTLAND, ME 04112

Brief statement of the character of the business:

LAND DEVELOPMENT

Name and Address of Manager:

RENEE J. LEWIS
2 MARKET STREET, 6TH FLOOR, PORTLAND ME 04101
PORTLAND, ME 04101

Date of Filing: March 12, 2009

Name and Capacity of Authorizing Party:

SOFIA ARCILA, SOFIA ARCILA , ACCOUNTANT STAFF

Filing Fee
\$85.00

Make check payable to
Secretary of State

Please file by
APRIL 1, 2008

STATE OF MAINE
2008 ANNUAL REPORT
FOR LIMITED LIABILITY COMPANIES ON FILE AS OF
DECEMBER 31, 2007

Pursuant to 31 MRSA §757.2, the information on the
report must be current as of the date signed

Do not change any preprinted information on this form.

Filing by April 1, 2008 will allow us to
provide better service. The legal
filing deadline is still June 1, 2008.
A \$50 late filing fee will be assessed
if the report is late.

DCIN Number

2080019877350

Charter Number

20062784DC

HRC-VILLAGE AT LITTLE FALLS, LLC
FRANK K.N. CHOWDRY, REGISTERED AGENT
P.O. BOX 4510
PORTLAND, ME 04112

If you have any questions regarding the completion of this annual report or if the preprinted information on this report form is incorrect, contact the **Reporting & Information Section** at (207) 624-7752. All corporate forms are available on our website at www.maine.gov/sos/cec/corp. To file your annual report online, go to www.SOSonline.org and click on the Interactive Corporate Services link. Please see reverse side of this form for additional filing instructions. →→→

- 1 A brief statement of the character of the business in which the limited liability company is actually engaged in the State of Maine, if none, so indicate. (31 MRSA §757.1-C)

Real Estate Development

- 2 Name of 1 Manager
(31 MRSA §757.1-D, §651 and §691)


Renee Lewis

Street address of each (not P.O. Box)
(physical location (not P.O. Box) - street or rural route number, town/city, zip)

2 Market St. Portland ME 04101

THIS PREPRINTED FORM MUST BE USED. However if more space is needed, please attach additional pages, using one side only. All attachments must contain the name and charter number of the limited liability company across the top of the page. Each page should be numbered consecutively. List number of pages attached:

Dated: April 2, 2008


(AUTHORIZED SIGNATURE)
Renee Lewis, Manager
(TYPE OR PRINT NAME AND CAPACITY)

(31 MRSA §757.3 Penalty for untrue or omitted material facts - 31 MRSA §607.3 and §721.2)

RETURN TO: Reporting Section, Bureau of Corporations, Elections and Commissions, 101 State House Station, Augusta, Maine 04333-0101
FORM NO. MLLC-13

Maine Secretary of State



**2007 Annual Report
Electronic Filing Acknowledgment**

For Limited Liability Companies on file as of December 31, 2006

Charter Number: 20062784DC
DCN Number: 2070019869024
Legal Name: HRC-VILLAGE AT LITTLE FALLS, LLC

Registered Agent and Registered Office:

FRANK K.N. CHOWDRY
P.O. BOX 4510
PORTLAND, ME 04112

Brief statement of the character of the business:

REAL ESTATE DEVELOPMENT

Name and Address of Manager:

RENEE J. LEWIS
2 MARKET STREET, 6TH FLOOR, PORTLAND ME 04101

Date of Filing: May 31, 2007

Name and Capacity of Authorizing Party:

BETHANY A ROMA, OPERATIONS MANAGER

**DOMESTIC
LIMITED LIABILITY COMPANY
STATE OF MAINE
ARTICLES OF ORGANIZATION OF
LIMITED LIABILITY COMPANY**

(Mark box only if applicable)

- ☐ This is a professional limited liability company** formed pursuant to 13 MRSA Chapter 22-A to provide the following professional services:

(type of professional services)

Filing Fee \$175.00

File No. 20062784DC Pages 2
Fee Paid \$ 175
DCN 2060791300009 LTLC
FILED
03/15/2006


Deputy Secretary of State

A True Copy When Attested By Signature

Deputy Secretary of State

Pursuant to 31 MRSA §622, the undersigned executes and delivers the following Articles of Organization of Limited Liability Company

FIRST: The name of the limited liability company is

HRC-Village at Little Falls, LLC

(The name must contain one of the following: "Limited Liability Company", "L.L.C." or "LLC", 31 MRSA §603-A 1)

SECOND: The name of its Registered Agent, an individual Maine resident or a corporation, foreign or domestic, authorized to do business or carry on activities in Maine, and the address of the registered office shall be:

Frank K. N. Chowdry

(name)

Ten Free Street, Portland, Maine 04101

(physical location - street (not P.O. Box), city, state and zip code)

P.O. Box 4510, Portland, Maine 04112

(mailing address if different from above)

THIRD: ("X" one box only)



A The management of the company is vested in a member or members



B. 1. The management of the company is vested in a manager or managers. The minimum number shall be 1 managers and the maximum number shall be 1 managers

2. If the initial managers have been selected, the name and business, residence or mailing address of each manager is:

Name

Address

Renee Lewis

2 Market Street, 6th Fl, Portland, Maine 04101

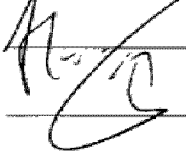


Names and addresses of additional managers are attached hereto as Exhibit ____, and made a part hereof

FOURTH: Other provisions of these articles, if any, that the members determine to include are set forth in Exhibit ____ attached hereto and made a part hereof

FORM NO. MLLC-6 (1 of 2)

Organizer(s)*


(signature)

(signature)

(signature)

DATED 03/15/06

Frank K. N. Chowdry
(type or print name)

(type or print name)

(type or print name)

For Organizer(s) which are Entities

Name of Entity _____

By _____
(authorized signature) (type or print name and capacity)

Name of Entity _____

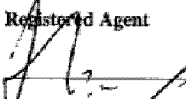
By _____
(authorized signature) (type or print name and capacity)

Name of Entity _____

By _____
(authorized signature) (type or print name and capacity)

Acceptance of Appointment of Registered Agent

The undersigned hereby accepts the appointment as registered agent for the above-named limited liability company.

Registered Agent

(signature)

DATED 03/15/06
Frank K. N. Chowdry
(type or print name)

For Registered Agent which is a Corporation

Name of Corporation _____

By _____
(authorized signature) (type or print name and capacity)

Note: If the registered agent does not sign, Form MLLC-18 (31 MRSA §607.2) must accompany this document.

****Examples** of professional service corporations are accountants, attorneys, chiropractors, dentists, registered nurses and veterinarians (This is not an inclusive list – see 13 MRSA §723.7)

***Articles MUST** be signed by:

- (1) all organizers **OR**
- (2) any duly authorized person.

The execution of this certificate constitutes an oath or affirmation under the penalties of false swearing under 17-A MRSA §453.

Please remit your payment made payable to the Maine Secretary of State.

**SUBMIT COMPLETED FORMS TO: CORPORATE EXAMINING SECTION, SECRETARY OF STATE,
101 STATE HOUSE STATION, AUGUSTA, ME 04333-0101**

FORM NO. MLLC-18 (REV. 9/1/2004)

TEL: (207) 624-7240

State of Maine



Department of the Secretary of State

I, the Secretary of State of Maine, certify that according to the provisions of the Constitution and Laws of the State of Maine, the Department of the Secretary of State is the legal custodian of the Great Seal of the State of Maine which is hereunto affixed and that the paper to which this is attached is a true copy from the records of this Department.



In testimony whereof, I have caused the Great Seal of the State of Maine to be hereunto affixed. Given under my hand at Augusta, Maine, this twenty-first day of November 2014.

A handwritten signature in black ink, appearing to read "Matthew Dunlap", written over a horizontal line.

Matthew Dunlap
Secretary of State

Maine Secretary of State



**2014 Annual Report
Electronic Filing Acknowledgment**

For Limited Liability Companies on file as of December 31, 2013

Charter Number: 20051139DC
DCN Number: 2140019059373
Legal Name: VILLAGE AT LITTLE FALLS, LLC

Registered Agent's Name and Address:

ANDREW BLOOM
100 COMMERCIAL STREET SUITE 410
PORTLAND, ME 04101

Brief statement of the character of the business:

REAL ESTATE DEVELOPMENT

Name and Address of Members, Managers or other Authorized Persons:

RENEE LEWIS
100 COMMERCIAL STREET SUITE 410
PORTLAND ME 04101

Date of Filing: May 6, 2014

Name and Capacity of Authorizing Party:

MICHAEL ARMAN, CFO